

ULTIMATE SPIDER-MAN

Issue 112

SCRIPT BY BRIAN MICHAEL BENDIS

Stuart -

I write full script. But see it as a guide. You take us where we need to go any way you see fit. If you agree with my choices, fine. If not, you do what you got to do.

After the art is in I always re-script or polish and make sure its all smooth.

Page 1-

Recap and origin:

THE BITE OF AN GENETICALLY ALTERED SPIDER GRANTED HIGH-SCHOOL STUDENT PETER PARKER INCREDIBLE, ARACHNID-LIKE POWERS: STRENGTH, AGILITY, A SPIDER LIKE SIXTH SENSE WARNING HIM OF PERSONAL DANGER, AND MOST AMAZING OF ALL- PETER CAN WALK ON WALLS. WHEN A BURGLAR KILLED HIS BELOVED UNCLE JEANNE DE WOLFE, A GRIEF-STRICKEN PETER VOWED TO USE HIS AMAZING ABILITIES TO PROTECT HIS FELLOW MAN. HE LEARNED THE INVALUABLE LESSON THAT WITH GREAT POWER THEN COMES GREAT RESPONSIBILITY!

NOW THE FLEDGLING SUPER HERO TRIES TO BALANCE A FULL HIGH SCHOOL CURRICULUM, A NIGHT JOB AS A WEB DESIGNER FOR THE DAILY BUGLE TABLOID, A RELATIONSHIP WITH THE BEAUTIFUL MARY JANE WATSON, AND SWING TIME AS THE MISUNDERSTOOD, WEB-SLINGING SPIDER-MAN.

Previously in Ultimate Spider-man:

Peter and MJ have gotten back together leaving his troubled relationship with Kitty Pryde of the world famous X-men in shambles. Kitty, now goes to school with them. In their class.

Spider-man has had several life altering confrontations with the notorious Norman osborn, aka the green goblin and the father of his once best friend harry.

Norman is imprisoned in the Triskelion, the once home of the world's superteam the ultimates, by Nick Fury who is off on a top secret assignment.

Page 2-

1- Ext. Queens Street- day

Big action. Its a car chase!!

Its a big police car chase right in the city, right in broad daylight. A beat up black hummer with a sun roof is careening down the street right for us.

Behind them three cop cars, sirens a blazing are tearing right after them.

The driver of the beat up black hummer is sweaty wide eyed panicked. He is driving like a maniac and shitting in his pants.

The SHOCKER is poking his torso out of the sunroof and blasting away.

This is the Shocker. In costume. Any costume will do. He's a running gag of completely terrible supervillian cliches and abilities.

Check past appearances. His costume and weapons get more and more outrageous and more and more about trying to mask his complete inability to get away with anything.

Shocker's vibro units are heated up and launching back at the coming cops cars.

People on the street are jumping out of the way. Cars serving off the street and onto the sidewalk to get out of their way.

Spx: weeeeeooooowwwweeeeeooooowwwweeeeeeeeeeeoooooooooooo

Reads: Queens, lunch hour

THE SHOCKER
Drive faster please!!

DRIVER
You know what?

So to hell, shocker!!

2- From behind the cop cars looking wide in perspective, tilted panel accentuating the chaos and speed.

In the distance the Shocker has turned his vibro shock units on full blast at the cop cars.

He hits one on the hood of the car and sends it skidding into a mail trucks. The others dodge and weave.

The beat up black hummer the Shocker is riding is bobbing and weaving through traffic.

People jumping out of the way, cars serving off the street and onto the sidewalk to get out of their way.

Spx: weeeeeooooowwwweeeeeooooowwwweeeeeeeeeeeoooooooooooo

Spx: vzzaatttt

Spx: vzzaatttt

DRIVER
You promised me this wouldn't happen!!

THE SHOCKER
Hey, I got us this far, didn't I?

Spx: boom

3- Small insert panel. The Shocker, hair blowing in the wind, holds out his vibrating hands and is really excited that he actually did something.

THE SHOCKER

Hey, I got one!!

I got one!!

SPIDER-MAN
I got one too!

Page 3-

1- Big panel. SPIDER-MAN swings in heroically and kicks the Shocker right in the side of the head in the down arc of a mid air swing.

The Shocker is instantly knocked unconscious and one of his vibro units goes flying off of his arm and right for us.

SPIDER-MAN
Awww, but mine's a big tool!

Spx: spok

THE SHOCKER
Agh!!

2- Int. Car- same

The driver in the car scream and panics and is losing control of the car. Looking up to the roof. He knows something bad happened but has no idea what.

DRIVER
Holy-!!

3- Ext. Street- same

The vibro shock unit hits the ground and goes off by itself.

Spx: clang

Spx: vzzaatttt

4- The shock unit's blast hits the second cop cars tire. It explodes.

Spx: boom

5- Spidey is swinging up over the chase and looks down and around to see the boo boo...

SPIDER-MAN

Uh oh...

Page 4- 5

Double page spread

1- From behind the third cop car, looking wide. The second cop car slams into a row of parked and moving cars. It crashes hard.

The cars and parts are everywhere. Its a mess.

Spx: boom! Smash!!

POLICE

Holy-

2- The third cop car, slides to its side in an attempt to brake before it hits the pile up of cars right in front of it but it doesn't work.

It crashes, on its side, right into it.

Spx: screeeeeeeee

Spx: crash

3- The third cop car flips up and launches right into the air.

Spx: foom

4- high looking down at bystanders who are diving over each other to escape the doom of the cop car that is about to land on top of them.

A young woman with a stroller is frozen in fear and just screaming in horror at her inevitable doom.

WOMAN

Oh my aaaieee!!!

5- Low looking up, from behind the young woman and the stroller, everyone who was diving out of the way freezes to look up at what didn't happen.

The car did not fall on them, a blanket of webbing holds the car in place, in mid air.

Behind it, Spider-man is swinging his body in an impossible twist as he heads towards the beat up black hummer.

The cops in the car are ok. They are crawling out the other side. He saved them.

In the foreground, a newsstand is rubble and papers are floating everywhere.

Each magazine and paper is ultimate universe related.

Headlines like: SPIDER-MAN MENACE, CAPTAIN AMERICA HOAX, THE ULTIMATE FAILURE!

SPIDER-MAN

Sorry!!

Uh, that was kind of my fault!!

6- Ext. Street- Same

The Shocker's car with the Shocker unconscious sticking out of the roof, is driving fast in the other direction. He is blocks away already.

Is driving crazy through mid town traffic and is already hundreds of feet away from the criminal concern.

Spx; screeee

DRIVER

Oh man, oh man!!!

7- Int. Getaway Car- same

The driver is super panicked and sweating and gritting his teeth, almost crying.

DRIVER

Should have killed the 'Shocker' and taken the costume and did this my-

8- Over The driver's head and shoulders looking out the windshield...

A young woman in a costume, who we will reveal to be kitty Pryde, purposefully walks right into traffic with her hands on her hips and with a scowl. She positions herself to be right in his way.

Kitty has a new costume we have never seen before. Who is it? She looks confident? Like she can handle anything.

10- Wide on the driver's eyes. He is going to kill this young girl.

Page 6-

1- Ext. Street- same

Wide, profile of the street, the car goes right through her, kitty is phasing right through the car.

The driver is just screaming like its a horror movie. He is sure he just committed vehicular manslaughter.

Spx: varrrrooommm

DRIVER

Aaahhhh!!!

2- Kitty, foreground left, standing in the street turns to see the car a hundred feet away, a half block away, stop on a dime. The engine just stops working.

Spx: cachunk

3- Int. Car- Same

The driver slams his head on the steering wheel. Hard.

Spx: fump

4- Ext. Street- same

Kitty just stretches like its no big deal as Spidey swings down and lands right behind her. Stunned bystanders from all directions are just getting their bearings.

Cops from the accident are running towards them a couple blocks back.

SPIDER-MAN

Kitty??

KITTY PRYDE

Hey...

SPIDER-MAN

Nice.

KITTY PRYDE

Thanks.

SPIDER-MAN

What did you do just there?

Page 7-

1- Spidey and kitty, standing in the middle of the street, can't even look at each other.

This is awkward. Its meeting an ex-girlfriend after a big break up with unresolved issues. But there is no reason to be rude. They don't hate each other.

People are watching them but no one can hear because no one is getting too close. People are taking pictures with their phones.

KITTY PRYDE

Oh, you know, my mutant phasing power
knocks out machinery and computer
stuff.

SPIDER-MAN

Oh yeah...

KITTY PRYDE

(Some Computer stuff.)

SPIDER-MAN

And you were just in the neighborhood?

KITTY PRYDE

My mom works right over there. I was
dropping off a- doesn't matter.

SPIDER-MAN

New costume?

KITTY PRYDE

Yeah.

2- The chaos around them is getting overwhelming. Traffic is at a stand still. But Spidey feels bad for kitty and has mixed feelings.

The cops in the distance are getting closer.

SPIDER-MAN

Thanks for the team up.

KITTY PRYDE

I wasn't teaming up.

I was here. There was trouble. I had the costume.

SPIDER-MAN

Well, its nice that you're doing superhero stuff again.

KITTY PRYDE

What else am I going to do?

SPIDER-MAN

You're still mad at me?

3- Kitty sneers at him. He's going to have THIS conversation here?

KITTY PRYDE

Jeez!!

SPIDER-MAN

You seem mad.

KITTY PRYDE

I'm not having this conversation here.

SPIDER-MAN

I was just-

KITTY PRYDE

Don't!

4- Spidey has an arm up. He's about to shoot webs to the sky. Kitty has her arms folded in protest. The cops are almost on them. And one has his gun out.

The bystanders are getting closer. The circle is closing.

COP

Hey!

SPIDER-MAN

Ok, the cops are here, we got to go.

KITTY PRYDE

So go.

SPIDER-MAN

You, uh, want a lift back to school?

KITTY PRYDE

I'll get back myself.

SPIDER-MAN

You sure?

KITTY PRYDE

Please.

5- Over kitty's head, Spidey swings up and away. The bystanders cheer. He's a real hero.

6- Kitty watches him. Hurt and angry. The cops are talking to her but she isn't paying them any attention.

Page 8- 9

Double page spread

This is a dream sequence so you can go ape shit crazy with it.

1- Int. Baxter building laboratory day

Huge panel most of the spread.

Demogoblin has gone insane. Its MJ as her demon goblin self from the clone saga. She is morphing and growing and twisting into the most horrible version of herself you can imagine.

She is in pain and howling to the sky. Huge. Massive. Tetsuo at the end of Akira.

She has smashed down on the Invisible Girl's force field- hitting it so hard she's actually cracking it.

And with the other hand she is waving around the limp flaming figure of the Human Torch. Holding him by the crushed head.

All around her are dead bodies of technicians. Doctor Storm and Reed Richards and her mother are dead at her feet.

What was one a gorgeous state of the art laboratory has been completely demolished by what must have been the most horrible freak out of all time.

One Baxter Building wall is smashed out and giving way to show the glory of New York city. There are fighter planes ready to shoot down Demogoblin like King Kong.

In the foreground bottom, Spider-man's head and shoulder,

SPIDER-MAN

MJ!!

Please, please...

2- Full figure, in a classic Kirby pose, MJ demon lets go of Johnny's limp figure, which has burned to a crisp, and grabs at Spider-man.

DEMOGOBLIN

Youaaaarrgghh!!

3- Over Demogoblin's shoulder, she has grabbed Spidey and is shaking him violently. Killing him. Crushing him.

SPIDER-MAN

Please...!!!

4- Demogoblin has killed Spider-man and is howling to the sky like a maniac.

VOICE

Ms. Watson!???

Page 10-

1- Int. Midtown classroom- day.

MJ, normal, fine, cute, a little sweaty, sitting in her seat in school, lunges awake from this horrible nightmare.

VOICE

Ms. Watson!!??

MJ

Yuh!!

2- Int. Class- day

Wide of a very typical New York high school classroom.

The class is full of our usual gang. Kong is leering at Liz who is fast asleep behind Flash.

Mary Jane is there, Peter is not. A couple of girls are passing notes.

MJ is trying to catch her breath. It's taking her a minute to realize where she is and that she is ok. Izzy and Marc are two other students.

Multi-cultural the class up. We've gotten some heat, and rightly so, for the 'whiteness' of this queen's school.

The teacher is at her wit's end. There is a giant box next to her desk.

TEACHER

Miss Watson, sleep at home.

As I was saying...

3- MJ is having trouble catching her breath. No one cares. They are bored out of their mind.

TEACHER

This project is not like any other you've ever had to do but it's a big part of your grade-

4- Peter walks into class in a hurry. He knows he's late and in trouble but he has to go in. He freezes at the door because his teacher is giving him the death stare.

TEACHER

So pay very close- mister Parker!!

5- The teacher in the foreground, profile. Hangs her head in complete soul draining defeat. Peter is trying to whine his way through it.

TEACHER
Mister Parker, class started fifteen minutes ago!

PETER PARKER
I was in the bathroom.

TEACHER
Fifteen minutes ago!!

PETER PARKER
I was feeling-

TEACHER
Sit down.

5- Same but kitty walks in and bumps into peter's back, which makes them look like they came in together. Like they were off together.

Also, there is some humor in her not phasing and his spider sense not going off.

PETER PARKER
Oof!

KITTY PRYDE
Oh, sorry!

Page 11-

1- Mid wide of the room. The class goes into a fit of laughter. And whoooo.

MJ winces at the sight and the catcalls from her class. They are just making any ruckus they can. No one really cares buy MJ.

CLASS
Oooohhh!!!!

KONG
Oooohh!!

FLASH
Look who's coming into class together!!

IZZY
(singing)
Loooove, exciting and new!!

CLASS
Oooohhh!!!!

2- The teacher barks at the class and slams a big book down on her desk.

TEACHER
Stop it!!!

Spx; wham

3- The teacher comes up to a terrified kitty and peter and growls at them. Kitty wants to die.

TEACHER
Miss Pryde, you're new here.

The bell means class has started.

The bell means you get in here and you sit.

KITTY PRYDE
Yes, ma'am.

TEACHER
So sit.

4- Peter sits down across from MJ who is giving him a stunned and really angry confused look. She is really stunned.

Peter gestures for her to calm down. Kitty is behind them and sees the entire thing. She is mortified.

Kong is a little in love with her. People are passing notes and whispering about her furiously. She is the mutant in school. Everything she does is gossip news.

TEACHER

As I was saying: This is and will be a big part of your grade for the semester.

So, congratulations kids...

You're all parents now.

Page 12- 13

Double page spread

1- The teacher is holding up a baby doll. A little different from the one you buy in the store. Its weighted with sand its weighs eight pounds.

This is a real thing they do in some high schools. Assign them children. Look it up on line to see what it looks like.

http://www.solutions-site.org/kids/stories/KScat3_sol72.htm

She has a huge box of them and a big box of journals to hand out.

TEACHER

You will be split into pairs, into couples, and you will be caring for this baby.

You will make a comprehensive log of your actions for the next three weeks.

This baby never leaves your person. This baby never leaves your sight.

2- The class is not happy. People are rolling their eyes. Especially the boys. Peter winces. He doesn't want any part of this.

This doesn't work for his life at all. MJ is still thinking about kitty and peter and why they came in together.

TEACHER

You can take turns or you can do it together but this baby is your baby.

For three weeks, you will feed, clothe and change the baby.

This baby needs your love and care.

3- The teacher is handing out babies. Not everyone gets one. Peter is getting his as she reads off her prepared couples list.

TEACHER

Do not lose this baby. Do not damage this baby.

This baby is school property and if you lose it you will have to pay mucho dollars to replace it and you will fail.

I have put you into couples. These are not for debate.

Flash and Liz. Mazel tov, its a boy.

Kenny and izzy.

KONG

But we're both dudes.

4- MJ is staring at the baby doll on her desk like its dead animal.

TEACHER

If you say so.

MJ and brad.

5- MJ and peter spin around to try to stop the teacher from going down this road but...

MJ
Um.

TEACHER
Peter and kitty.

PETER PARKER
Um!

TEACHER
Oh, I'm sorry, Does anyone have any
problems or concerns with their assigned
partners?

6- Wide of the class. Everyone has their hands up. Everyone looks panicked and destroyed.

Flash is holding up the baby in his outstretched hand. The class is in shambles emotionally. This is high school. And this is a high school nightmare.

7- The teacher drops the last baby into the box and doesn't even look at her terrified students. She's enjoying their misery.

TEACHER
Then know this: I do not care.

8- Peter is staring at us in horror. The baby doll lying on the desk in front of him.

Kitty is staring at the back of Peter's head in horror. The hits just keep on coming.

Page 14-

1- Ext. Triskelion- dawn

Big panel. A wide shot of the amazing Triskelion- the gleaming high tech home of the Ultimates.

(See the Ultimates for exact reference.)

But it is under massive construction since the events of the ultimates 13. There is scaffolding and workers and no sign of any superheroes. The ultimates do not live here anymore.

Reads: The Triskelion- S.H.I.E.L.D. Headquarters

S.H.I.E.L.D. AGENT
Captain Danvers.

CAROL DANVERS
At ease.

So what's the problem?

2- Int. Triskelion sub basement- Same

Carol Danvers and a small battalion of armed S.H.I.E.L.D Personnel walk towards us in the cold lifeless subbasement.

In the midground someone is welding something. The place has been damaged.

In the foreground is a high tech, locked door to a cell. Very unique design for a very unique prisoner.

S.H.I.E.L.D. AGENT
Well, we need to move some of the
'visitors' we have down here.

CAROL DANVERS
How many?

S.H.I.E.L.D. AGENT
Um, all of them.

CAROL DANVERS
All of who?

3- Same but Carol and the battalion are closer. The welder stops welding and gets out of their way.

S.H.I.E.L.D. AGENT

Ma'am. The structure of the building is not sound.

We need to do massive repairs and with the people we have here...

CAROL DANVERS

Oh man!

S.H.I.E.L.D. AGENT

We need to make some sort of schedule and see if the ultimates will be available for detail.

4- Same but carol and the battalion are at the door on the foreground right.

A series of locks and car keys are being used to unlock it. Five of the men have their guns aimed and ready.

CAROL DANVERS

Is this him?

S.H.I.E.L.D. AGENT

This is.

CAROL DANVERS

I've never met him.

What does he want?

S.H.I.E.L.D. AGENT

He wants to talk to Nick Fury.

CAROL DANVERS

Well Nick Fury isn't here.

S.H.I.E.L.D. AGENT

Yeah, uh, we know...

5- Same. Everyone is waiting for her word to open the door.

CAROL DANVERS

Do I have to talk to him?

S.H.I.E.L.D. AGENT

Fury ain't here, ma'am.

CAROL DANVERS
Could you put on an eyepatch and
pretend to be Fury and you talk to him?

S.H.I.E.L.D. AGENT
I think he'd see through that...

CAROL DANVERS
Yeah.

6- Same but tighter on carol she exhales and builds her strength.

CAROL DANVERS
Alright, open it up.

Page 15-

1- Int. Cell- Same

Big panel. From behind Carol Danvers... Norman Osborn is in a cell,
there is a transcutaneous white and purple energy shield separating
her from him. Its like looking through a frosted bathroom door.

He has two books and a desk and a bed and a toilet. And none of it is
particularly fetching. He is n a plain orange jumpsuit.

There are camera and monitors in constant surveillance and out of his
reach and unbreakable.

CAROL DANVERS
Norman osborn.

NORMAN OSBORN
Who are you?

CAROL DANVERS
I'm captain Carol Danvers.

What can I do for you, Mister Osborn?

2- Norman, worse for wear and unshaven, and tired and defeated, seems annoyed. Just completely out of fight. He doesn't want to talk to subordinates.

NORMAN OSBORN
I want to talk to Fury.

CAROL DANVERS
Fury's not here. What can I do for you?

NORMAN OSBORN
Where is he?

3- Carol exhales as well. Not in the mood for him or any of this.

CAROL DANVERS
Not here.

4- Norman is lost. This isn't how he pictured this going.

NORMAN OSBORN
I need to talk to him.

5- Same as 3.

CAROL DANVERS
What can I do or you, Osborn?
We're very busy.

6- Norman sneers. He hates that he has to do this.

NORMAN OSBORN
I'm ready to make my deal.

7- Carol squints. What the fuck is this about?

CAROL DANVERS
Oh great!!
What deal is that exactly?

Page 16- 17

Double page spread

1- Norman stands up straight like he taking this abuse on the chin. Like he's brave for saying this out loud.

NORMAN OSBORN
Fury offered me a deal.

He he offered me some 'privileges' in
return for my scientific cooperation.

2- Carol isn't interested.

CAROL DANVERS
Scientific cooperation?

3- Norman talks down to her. He can't help it.

NORMAN OSBORN
My acumen, my formulas.

By brain.

He wants my brain.

4- Same as 2.

CAROL DANVERS
In return for favors?

What kind of favors are you looking for?

5- Norman says it blankly. All cards on the table.

NORMAN OSBORN
I want to see my son.

6- Carol gets it one. Doing the math in her head.

CAROL DANVERS
Harry.

7- Norman's eyes betray him. He doesn't look as cool and calm as he wants to.

NORMAN OSBORN

Where is he?

Is he in this place?

Where am I exactly?

8- Carol eyeballs him. Looking for the tell. To see if this is on he level.

CAROL DANVERS

That's confidential.

9- Similar to 7, he approaches the energy field. Without touching it.

NORMAN OSBORN

I'm- I'm willing to play ball.

I'm willing to take the deal.

10- Over Norman's shoulder, the view of a distorted Carol and the guns pointed at him.

CAROL DANVERS

Uh huh.

Well, thanks but I'm going to have to pass.

11- Norman waves her away. This is beneath him.

NORMAN OSBORN

Just get me Fury, you cow.

12- Carol takes the insult and lets him have it with the cold truth.

CAROL DANVERS

You might have missed this part of the conversation but...

Fury ain't here.

13- Norman points to the ground as if the line in the sand is right there.

NORMAN OSBORN

But I'm willing to make the deal.

This- this is a complete waste of time.
Sitting here.

14- Carol is gesturing for everyone to file out.

CAROL DANVERS

Well.

Guess you should of thought of that
before you turned yourself into a goblin
and killed people.

15- Norman steps up, held tilted down, his eyes locked right on us.
Simmering with hate. He is not a man that takes this kind of abuse.

NORMAN OSBORN

Woman!!

Page 18-

1- Carol, at the door that about to close, she turns back. She'll take
whatever he has...

CAROL DANVERS

Yeah?

2- Same. He just stares at her. Hate filled eyes.

3- Carol mocks him. Pretending to be scared with little jazz hands. She
could truly give a shit.

CAROL DANVERS

Woooo!!

4- The high tech door slams shut.

Spx: cloom

5- Wide of the cell. The energy field stays. Norman abstracted by the
shape of it. What is he thinking or planning?

6- Int. Cell hallway- Same

Carol turns to her men and exhales. That did creep her out.

CAROL DANVERS

You still medicating him?

S.H.I.E.L.D. AGENT
Yes, ma'am.

CAROL DANVERS
Up the dose.

S.H.I.E.L.D. AGENT
Yes, ma'am.

Page 19-

1- Int. School hallway- day

Over Peter's shoulder, MJ is staring at her fake baby in shock and awe.

Peter, with backpack, is closing his locker and whispering. He ain't happy either.

The hall is crowded. Its between classes. Everyone is going about their day and not paying MJ or Peter any mind. Everyone has their own drama.

MJ
This is a nightmare.

PETER PARKER
How am I supposed to carry a baby
around all day?

I have powers and- and- and
responsibilities.

2- MJ throws her baby into peter's stomach. He is shocked by this bit of shittiness.

MJ
Why don't you give it to your lunchtime
girlfriend??

PETER PARKER
What??

MJ
This sucks!

PETER PARKER
I didn't do this.

3- MJ waves it away. That was beneath her.

MJ
Argh!!

I'm not blaming you!! I'm commiserating.

PETER PARKER
It sounds a little like you're blaming me.

MJ
That's because you always feel guilty
about something.

4- Kitty, holding her books and her baby, turns the corner and just so happens to find herself right in front of them. This is all kinds of awkward.

KITTY PRYDE
Uh, hi.

Do we all agree this is a nightmare?

MJ
Completely!

KITTY PRYDE
So, uh, I'll take the baby.

I'll do the diary or whatever, you can
have half the grade.

5- MJ rolls her eyes. This is all going to hell and she's looking like the bad guy. Peter is wincing. He has no idea what to do.

MJ
No, no. You do it together.

KITTY PRYDE
Its ok.

MJ

The amount of work it will take you to make it look like it was both of you who did the project together...

You might as well do the project together.

6- Peter takes the baby from her, but MJ grabs the baby from him and whispers angrily.

PETER PARKER

No, we'll figure out a way to just-

MJ

(whisper)

You fought the kingpin, and you- you fought evil mutants...

We can all get through this.

7- From behind Peter, Kitty is confused by MJ's cool headedness. Behind her the other kids in the class are rolling by. Flash, Kong, Liz and the others...

Flash, in pure 'Flashness,' dips his head in and tickles the chin of the baby doll.

KITTY PRYDE

Really?

MJ

I trust you. Well, I trust him.

I hate myself, but I trust him.

FLASH

So, hey, is yours like a half mutant baby?

Page 20- 21

Double page spread

1- Peter, MJ, and kitty stare at him in disgust. Really no one in ear shot laughs but flash. They just look at him for breaking the racist taboo.

FLASH

Half mutant, half spasm... a
spasmutant!!

MJ

Oh man...

2- To Flash's and everyone's surprise, Kong hits Flash in the back of the head. Hard.

KONG

Hey!!

Spx: smack

FLASH

Agh!

3- From behind kitty, Kong grabs flash's hair and with a rage that's been building for ten years of flash's shit.

Kong likes kitty and he just loses it without even knowing he's doing it.

KONG

Dude, apologize!

FLASH

What?

KONG
Say your sorry!!

4- Peter, MJ, and kitty are all wide eyed stunned to see this unusual display. Kong isn't letting up, not in a mean way, a forceful, almost heroic way.

FLASH
Ok!!!

Ok!!

KONG
That's not sorry!!

5- Flash shrugs off Kong, stunned to have his doughy lifelong sidekick stand up for her like this.

FLASH
I'm sorry,
God, what's gotten into you. Stay puft??

KONG
Just sick of your racist \$%^#, man!!

6- Kong turns to kitty and tries to catch his breath. He seems like a new man around her. Flash is pushing his way out of the hall.

FLASH
Have another cookie!

KONG
Are you ok?

KITTY PRYDE
Yeah, yeah... that was nice.

KONG
I'm- uh-

7- Kong stares, he can't think of his name. He's a complete blank. He's lost in her.

8- Peter, MJ, and kitty wait. What is he going to say?

9- Same as 7, Kong is lost and he can't get it back. He went from hero right back to chubby dork in two seconds flat.

10- Kitty doesn't get what is happening until MJ, trying not to laugh, steps in and introduces them. A budding romance?

MJ

This is Kenny. Kenny is our pal.

He's a great guy. But that was a truly historic moment there.

KITTY PRYDE

Oh.

MJ

He was in a movie.

11- Kitty smiles at him. Someone being nice. Maybe some romance?

KITTY PRYDE

Oh yeah?

KONG

It was just one line.

KITTY PRYDE

Still.

That's cool.

12- Peter and MJ look at each other eyes wide as kitty and Kong walk each other away from us and down the hallway.

KONG

Well, nothing like you. I mean you're in the x-men.

KITTY PRYDE

Was. I've been banished here.

KONG

Here ain't so- no wait. It is bad.

KITTY PRYDE

Ha.

So What movie?

PETER PARKER

Well, look at that.

He just stole the mother of my child.

Kidding.

MJ

You're funnier with your mask on.

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1- Int. The Triskelion communications room- day

Carol Danvers is at a communications console in the headquarters and examining the amazing high tech info that is coming at her from a hundred screens in every direction.

The Ultimates high tech world. But the Ultimates are no longer calling this home.

Carol Danvers has a smattering of people scurrying about her with their everyday jobs.

A few agents manning their control stations with very sleek high tech ear pieces and consoles.

But its relatively calm is comparison to what we have seen in past issues. Its an off day. There are all sorts of plasma screens and maps detailing ongoing secret missions. But nothing a civilian could make out of it.

Out the huge slanted windows we can see manhattan in the distance.

CAROL DANVERS

Magneto?

S.H.I.E.L.D. AGENT

Check.

CAROL DANVERS
Electro guy?

S.H.I.E.L.D. AGENT
Check,

CAROL DANVERS
Otto Octavious??!!

S.H.I.E.L.D. AGENT
Check.

CAROL DANVERS
Oh man...

Harry Osborn.

S.H.I.E.L.D. AGENT
We keep him elsewhere,

CAROL DANVERS
Oh, him you keep elsewhere.

This is insane!

2- Carol can't believe the mess that has been dropped in her lap. The agents don't like her that much and are taking this critique personally.

S.H.I.E.L.D. AGENT
Ma'am. I understand its a logistical nightmare.

CAROL DANVERS
Its logistical impossibility.

And you're telling em that there is no contingency plan? Even after the hulk got out, even after the-

S.H.I.E.L.D. AGENT
Ma'am. We leak a sleeping agent into their ventilation system. They don't wake up for over 48 hours.

3- Carol exhales and tries to think of the powderkeg they are sitting on.

CAROL DANVERS

But meanwhile. All these maniacs in our basement.

We're sitting on a powder keg!! A-a-a-a nuclear bomb.

S.H.I.E.L.D. AGENT
We've had no problems with the-

S.H.I.E.L.D. AGENT WOO
Um, ma'am.

CAROL DANVERS
What now?

4- The agent, at his console, turns to her. Eyes wide.

S.H.I.E.L.D. AGENT MACK
Its Osborn's cell.

Its dark.

5- Carol leans in as do others to see what he is referring to. There is panic in the air.

CAROL DANVERS
As in someone turned off the lights?

S.H.I.E.L.D. AGENT WOO
As in the monitors are all dead. His vitals, Visual...

CAROL DANVERS
Who's down there??

S.H.I.E.L.D. AGENT WOO
Cell block seven! This is command.
Report.

6- Same, no one answer. Nothing. Everyone's eyes go wide.

S.H.I.E.L.D. AGENT WOO
Cell block seven!! this is command!
Report!!

CAROL DANVERS
Maybe its just a-

Page 23-

Full page spread

Ext. Triskelion- dawn

A different wide shot of the amazing Triskelion- the gleaming high tech home of the Ultimates.

Still under massive construction since the events of the ultimates 13. There is scaffolding and workers and no sign of any superheroes. The ultimates do not live here anymore.

But the left side of the entire building, from the ground floor up, erupts in a huge explosion. A fireball that launches into the sky.

Its coming from the basement up. Its big. Its crazy.

Something really bad has happened down there.

Boom.

To be continued...